

Historic Fort Wayne Coalition 2007 Bylaws

Article I – *Name*

The name of this organization shall be Historic Fort Wayne Coalition.

Article II – *Purpose*

1) The Historic Fort Wayne Coalition shall be formed and exist for the purpose of working with whatever entity has operational control of Historic Fort Wayne, Detroit, and other interested parties in:

- Furthering interpretive programs at Historic Fort Wayne
- Furthering physical restoration of Historic Fort Wayne
- Providing a way in which members of the general public may enjoy and protect military history and in particular, that history relative to Historic Fort Wayne
- Aid in the development of the Fort as a Historic destination for future generations.

2) To perform any other activity consistent with and in pursuit of the purposes permitted a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III – *Membership*

SECTION ONE – Membership options

- 1) Historic Fort Wayne Coalition welcomes to membership any individual who believes in the purpose of our organization and wishes to support it. Any individual or organization applying for membership will fill out a membership application.
- 2) Individuals applying for membership in the Coalition must:
 - A) Be at least eighteen (18) years old. *
 - B) Be of good moral character.
 - C) Not be a convicted felon.
 - D) Agree to abide by the laws, rules and regulations governing the Coalition.
 - E) Submit an application for membership with appropriate annual dues to the Historic Fort Wayne Coalition.
- 3) *Item (A), above, shall not apply if the applicant is part of a family membership ([b], below) or applying for membership as a student member ([c], below).
- 4) As a member of the Coalition, each person or group shall be responsible for keeping the secretary up to date if the member's contact information changes. No member of the organization is authorized to represent the interests of the organization without Executive Board approval.

5) Upon completion of the above, the person or entity will be granted voting member status. As a voting member, the member may vote on corporation business issues, office elections, and individual members or members of family memberships may hold office(s) in the corporation.

6) The following categories of membership are available to people interested in joining the Historic Fort Wayne Coalition:

- a) Individual Membership: Full membership is open to all individuals who are at least 18 years of age. A person may be accepted into full membership of the organization by simply filling out the membership application and paying the first year's dues. Full members each have an equal vote at all membership meetings, regardless of any organizational office they may or may not hold. All full members have an equal voice in Coalition meetings. Members are required to be present to cast a vote, except where noted in these by-laws. Proxies are not allowed.
- b) Family Membership: Family membership is open to an immediate family that may consist of up to two adults and any child or children living under the address of the adult members, provided that the children are under the age of 19.
- c) Student Membership: Student Membership is open to those between the ages of 14 and 25 who wish to support the work of the Coalition and are full time students. Student members have the same voice as full members at meetings. Student membership application forms of minors have a line that must be signed by the parent or legal guardian of the applying individual acknowledging their agreement to the student's membership. Persons applying for student membership between the ages of 18 and 25 must show a current student ID card at the time of submitting their application.
- d) Organizational Membership: Organizational membership is open to other fraternal, social and/or non-profit organizations that share our goals of helping Historic Fort Wayne. An organization that joins shall be granted one vote at the any general membership meeting. The organizational membership shall not be eligible to run for nor vote for offices in the Historic Fort Wayne Coalition. A person wishing to do that must join as either an individual or as part of a family membership (paragraph a and b, above). Organizations that choose to join the Coalition are requested to encourage their members to consider joining the Historic Fort Wayne Coalition as a further sign of support. The Organization's member voting for it must be in possession of the organization's current membership card when the voting occurs, as described in Section Five, below. Organizations that maintain membership shall be recognized as such on the HFWC website and a link to their site may be given, at the discretion of the Executive Board.
- e) Professional Membership: Professional membership is open to any business or other for profit venture that wishes to support our organization and goals. The business joining the Coalition as such shall be given one vote at general business meetings. The professional membership shall not be eligible to run for nor vote for offices in the Historic Fort Wayne Coalition. A person wishing to do that must join as either an individual or as part of a family membership (paragraph a and b, above).

The Organization's member voting for it must be in possession of the organization's current membership card, as described in Section Five, below. Businesses that maintain professional membership shall be recognized as such on the HFWC website and a link to their site may be given, at the discretion of the Executive Board.

SECTION TWO –Dues

- 1) This Coalition will assess all members annual dues. Dues are to be paid by February 1 of the year for which they cover. Members who fail to pay their dues shall be subject to suspension and then termination of their membership as outlined in Art. III, Section Three.
- 2) Annual dues for the membership shall be as follows:
 - Individual Membership - \$20.00
 - Family Membership - \$35.00
 - Student Membership - \$10.00
 - Organization Membership - \$75.00
 - Professional Membership - \$100.00

SECTION THREE – Termination of Membership

Any membership may be terminated in one of the three following manners.

1. Member initiated: Any member wishing to terminate membership in the Coalition may do so by submitting, in writing, notification to the Executive Board that they wish to do so. There will be no refund of any dues paid for the rest of the year.
2. Disciplinary termination: If a member feels there is cause to remove another member from this organization, they shall bring the complaint privately to the Executive Board. The Executive Board shall meet on the issue. The person or representative of the entity subject to termination has the right to be present at the meeting where the Executive Board considers their termination. A member shall be entitled to receive at least fifteen (15) days prior notice stating that the termination of their membership is to be considered by the Executive Board. This notice shall set forth the reason or reasons that such termination is to be considered. The member shall be given the opportunity to appear before the Executive Board and respond thereto.
3. Non-payment of dues: If a member fails to pay their annual dues by March 1 of the current year, that member's membership will be suspended. Suspended members shall have neither voice nor vote during their suspension. Full membership privileges will immediately be reinstated upon payment of dues. Suspended memberships shall be terminated on Jan. 1 of the year following when they were suspended.

SECTION FOUR – Membership Roster

1. The Secretary of the Coalition shall keep a roster containing the name and address of each member, and the class to which they belong.
2. Every member of the Coalition shall, when accepted into membership, be assigned a unique member number. The letter "F" shall precede family member numbers. The

letter “S” shall precede student member numbers. The letter “O” shall precede organizational member numbers. The letter “P” shall precede professional member numbers.

SECTION FIVE – Membership Card

All persons, organizations and businesses that have paid the yearly membership shall be issued a membership card for that year. The card shall clearly state the year for which it is issued, the member’s name and number, and the form of membership that that person holds. Membership cards shall be issued for the next year upon payment of dues.

ARTICLE IV - Leadership

SECTION ONE – Executive Board

- 1) General Powers – All of the authority of the corporation shall be exercised by or under the direction of the Executive Board.
- 2) Offices of the Board - The Executive Board shall consist of seven members. Their titles shall be: Chairman, Vice-Chairman, Secretary, Treasurer and three Members-At-Large. The duties of these offices are outlined in Article IV, Section Three. No member may hold more than one executive board office at a time.
- 3) Term of Office - The term for all Executive Board officers is two years. The term shall be from January 1 of the year following the annual meeting where the officer is elected until December 31 of the year following that one.
- 4) Meetings – the Executive Board shall meet in regular meetings prior to each meeting of the members of the corporation.
- 5) Vote – except where the law or these bylaws otherwise require, the act of four (4) Board members shall be the act of the Executive Board.

SECTION TWO – Elections

- 1) Elections for all Executive Board offices shall take place by paper ballot distributed to the membership prior to the annual meeting. The Coalition will not use a nominating committee. Members seeking a position on the Executive Board must notify the standing Secretary by September 1, so their name may be placed on the ballot. Ballots will be distributed to the membership by September 15 and the membership must return them to the Secretary by October 15.
- 2) In the case that three or more people run for a single office, the candidate with the most votes shall be elected.
- 3) There shall be no term limits on any Executive Board offices.
- 4) A committee, consisting of a minimum of three members and at least one person per hundred Coalition members, all of whom are neither running for nor currently holding office, shall be established to count the votes. Member shall be selected for this committee at the regular business meeting prior to ballots being returned. The committee shall be dismissed after the results of the election are announced.

SECTION THREE – Executive Board Duties

- 1) The Executive Board has charge of the daily running of the Coalition. No Executive Board member shall make any decisions for the organization concerning any operating measures without full disclosure and approval of the Executive Board.
- 2) The specific duties of member of the Executive Board are as follows:
 - A) Chairman: The Chairman presides over all Executive Board and general membership meetings acting as the chair of the meetings. The Chairman will conduct the affairs of the coalition according to these by-laws. He or she will represent the organization to other organizations and the media, or delegate a member to do so. The Chairman shall sign any contracts, notes, deeds, or other papers requiring the Chairman's signature. He or she will accept gifts to the Coalition consult and cooperate with chairmen of all committees regarding the appointment of personnel to those committees, ex-officio member of all committees. The Chairman has the authority to make expenditures of \$100.00 or less.
 - B) Vice-Chairman: The Vice-Chairman assists the Chairman in the running of the Coalition and conducts meetings in the Chairman's absence. The Vice-Chairman has the authority to make expenditures of \$100.00 or less. The Vice-Chairman shall chair committees or sub-committees as designated by the President. The Vice-Chairman shall perform any other duties that the chair assigns.
 - C) Secretary: The Secretary is responsible for keeping accurate notes of all general and Executive Board meetings. The Secretary also assists the Chairman in communication with the members, including giving notice for Meetings of the Members and Executive Board. The Secretary will keep an accurate list of all members and their contact information. This person also is charged with creating, distributing and collecting ballots for the annual election. The Secretary shall sign all bonds, contracts, notes, deeds and other papers executed by the corporation requiring such signature; and perform such other and further duties as may from time to time be required by the Executive Board. The Secretary shall perform any other duties that the chair assigns.
 - D) Treasurer: The Treasurer shall have general supervision of all finances in accordance with these bylaws and receive and be in charge of all money, bills, notes, deeds, leases, mortgages, insurance policies and similar property belonging to the corporation. The Treasurer shall do with the same such as may from time to time be required by the Executive Board. The Treasurer shall cause to be kept adequate and correct accounts of the business transactions of the corporation. On leaving office, the treasurer shall deliver to his successor all monies, books, papers and other property belonging to the corporation which may then be in his possession or under his custody or control, and in the absence of, or for want of such successor, he shall deliver the same to the secretary of the Executive Board. In case of absence of the inability of the Treasurer to act, the Executive Board may authorize the Chairman or any other one of the officers of the corporation to issue checks or perform such other duties of the Treasurer as may in that event become necessary. All books, papers and

other property in the custody of the Treasurer shall be kept by him or her in a safe place, to be approved by the Executive Board. The Treasurer's accounts shall be audited annually or as often as deemed necessary by the Executive Board in such manner as may, from time to time, be determined by the Board. The Treasurer shall make at least bi-monthly reports to the General membership at the regular business meeting and shall make an annual report and present the proposed Annual Budget to the members at the Annual Meeting of the members. The Treasurer shall perform any other duties that the chair assigns.

E) Member-At-Large: Members-At-Large serve as additional voices of the membership to the Executive Board. They are to attend all the Executive Board and general meetings possible.

SECTION FOUR – Attendance of Members of the Executive Board

- 1) It is the obligation of a member of the Executive Board to attend regular and special meetings of the Board.
- 2) Any Board member who is absent without reasonable explanation from three (3) consecutive meeting of the Board shall be considers to have submitted his resignation.
- 3) Before such resignation is accepted or implemented the Board may request the Vice-Chair or other designated person(s) to ascertain whether or not a reasonable explanation is available and whether all the facts of the case are known.
- 4) The Secretary shall record the attendance of each Board member in on of three categories: Present, Absent or Excused. Any Board member who believes he or she will be absent from a meeting shall communicate with the Board, and shall appraise the board as to the reason for his or her absence.
- 5) At each meeting of the Board, the Secretary shall make note of those Board members having two previous consecutive unexplained absences. The Board shall then initiate action and/or investigation.
- 6) Members of the Coalition in attendance of any Executive Board meetings, other than Executive Board members, shall not be entitled to a vote, but may have a voice in any discussion after being recognized by the Chairman, except that the Board at its discretion may meet in executive session.

SECTION FIVE – Appointed Offices

- 1) Each appointed office shall serve at the pleasure of the Executive Board and shall be subject to the control and direction of the Executive Board. These offices are established strictly for the purposed of help and information.
- 2) Newsletter Editor – the Executive Board shall appoint a Newsletter Editor from among the VOTING MEMBERS. The Newsletter Editor's responsibility will be to publish a monthly newsletter to be distributed free of charge amongst the members of the corporation and other parties the Executive Board shall designate.
- 3) Quartermaster- The Executive Board shall appoint a Quartermaster from among the Voting Members. It shall be the Quartermaster's responsibility to receive and keep

account of all materials, supplies and equipment purchased, donated to or acquired by the Coalition. Heads of appropriate committees shall assist the Quartermaster in the execution of his or her duties by providing timely report on material received or expended. All donations shall be received only with a completed deed of gift, transferring ownership to the Coalition and providing the donor with a receipt for the value of the item(s) donated.

SECTION SIX – Removal of Board Members

- 1) An Executive Board member may be removed by a vote of two-thirds (2/3) of the VOTING MEMBERS present in person or by proxy at a meeting of the members, providing that a member is entitled to vote in the election of such an Executive Board member, if such removal is first recommended in writing by at least 20% of the total number of VOTING MEMBERS. Any Board Member shall be entitled to receive at least 15 days prior notice stating that their removal is to be considered by the VOTING MEMBERS, and any such Board Member shall be given the opportunity to appear before the members and respond thereto. At any such meeting at which a Board Member is removed, the vacancy shall be filled according to Article IV, Section Seven of these by-laws.
- 2) If an Executive Board member resigns from office, the vacated position shall be filled according to Article IV, Section Seven of these by-laws.

SECTION SEVEN – Vacancy in Office

- 1) In the Office of Chairman:
 - In the event of the resignation or incapacity of the Chairman, the Vice-Chairman shall assume the Chair for the unexpired term.
 - In the event that the Vice Chairman is unable to serve as chair, the office of Chairman is to be assumed by the Secretary for the unexpired term, and an acting Secretary shall be appointed from the Board to carry on the duties of that office until the next election.
- 2) In the offices of Vice-Chairman, Secretary, Treasurer:
 - In the event of resignation or inability to serve in any of these offices the Executive Board shall appoint one of it's members to assume the duties of the vacant office under the title of "Acting Vice-Chairman," "Acting _____," etc.
- 3) In the office of Member at Large:
 - Vacancies to the Member at Large position will be filled by appointment from the Executive Board. The Executive Board shall consider a list of at least three (3) people per position open, giving due consideration to the results of any recent election. Those candidates who came closest to winning the previous election should be carefully considered as candidates for vacancies.
 - The term of any member appointed to the Executive Board to replace a vacancy shall expire at the beginning of the next regular term of the Executive Board.

ARTICLE V: *Meetings of the Members*

SECTION ONE – Required Meetings

- 1) The Coalition will hold a general business meeting bi-monthly. Meetings are to be held in January, March, May, July, September and November. The November meeting will be designated the annual business meeting where the election of officers for the following year will be held.
- 2) The standing meeting agenda shall be as follows:
 1. Pledge of Allegiance
 2. Reading and approval of past minutes
 3. Executive Board report
 4. Treasurer's report
 5. Committee Report
 6. Old Business
 7. New Business
 8. Good of the Membership
 9. Adjournment

SECTION TWO – Special Meetings

1) Special meetings may be called by the Chairman or Vice-Chairman at the request of either the executive board or by written request of ten members of the Coalition. The issues being discussed shall determine the agenda of any special meeting. All members shall receive notice of a special meeting electronically or in written form at least seven days in advance of the meeting. Special meetings will be kept as brief as possible by sticking to the issue at hand only and leaving any other Coalition business for the next regular general meeting.

SECTION THREE – Rules Governing Meetings

1) The rules contained in Roberts Rules of Order shall govern the coalition in all cases for which they are applicable and are not inconsistent with the by-laws stated here. The Coalition shall maintain a copy of Roberts Rules of Order for the review and use of any member at his or her request.

SECTION FOUR – Notice of Meetings

1) A schedule of meetings shall be published at the annual meeting in November. The official publications are (1) Coalition Newsletter, (2) Coalition website and will state the date and time of the meetings. Any changes will be noted in the newsletter and website. In addition, the secretary shall remind the membership electronically, no less than 30 days prior to the meeting date, of the next upcoming meeting.

SECTION FIVE – Place of Meetings

1) Any meeting of the members may be held at such place within or without of the State of Michigan as is specified in the notice of such meetings.

SECTION SIX – Quorum

1) Twenty (20) members of the Coalition shall constitute a quorum at any meeting of the members, regular or special.

2) Four (4) Executive Board members are necessary to constitute a quorum of the Executive Board; provided that whenever less than a quorum is present at any time and place appointed for a meeting of the Executive Board, a majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting until a quorum is present.

3) If a quorum is not obtained the decisions reached by members present shall be considered tentative and not binding. Tentative decisions made at a meeting of the members where there is no quorum shall be published in the next regular scheduled meeting of the members. Tentative decisions so made and published may be approved by a vote of 51% of the voting members present at the next regular scheduled meeting of the members whether there is a quorum or not.

Article VI – Committees

SECTION ONE – Organization

- 1) The Historic Fort Wayne Coalition will use two types of committee: standing and special.
- 2) All committees will be headed by a committee chairperson who is charged with the authority to run the work of the committee and responsibility to report the actions to the Executive Board and general membership at business meetings. The Chairman shall appoint chairpersons of committees.
- 3) To the extent possible, committees will be made up of at least three voting members, including the committee chair.

SECTION TWO – Standing Committees

- 1) Standing committees shall be established for work that is on going and expected to take more than one calendar year. Standing committees are created by vote of the Executive Board and/or vote of the membership.
- 2) Current Standing committees are:
 - Projects Committee
 - Grounds Committee
 - Events Committee
 - PR Committee
 - Fundraising Committee
- 3) These bylaws need not be revised to include future standing committees. Creation in the manner outlined in paragraph (1), above, is sufficient to allow a committee to exist for longer durations of time.

SECTION THREE – Special Committees

- 1) Special committees serve to achieve short-term goals. They may be created by the Chairman or at the request of the membership or Executive Board. Special committees serve until their goal is achieved or dismissed by the Executive Board.

ARTICLE VII: Corporate Property

SECTION ONE – Possession

- 1) The equipment purchased by or donated to the Coalition for the Coalition's use belongs to the Coalition.

SECTION TWO – Dissolution

- 1) Upon the dissolution of the corporation, the Executive Board shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organizations organized and operated exclusively for the charitable,

educational, religious or scientific purposes at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of the future United States Internal Revenue Law), as the Executive Board shall determine. All written items such as archives, books, library and other documentation shall be donated to the Burton Historical Collection. Any items of a historical nature shall be donated to the Michigan Historical Museum in Lansing, MI. All other property shall be disposed of as the active Executive Board at such time would decide.

ARTICLE VIII: *Corporate Funds*

SECTION ONE – Expenditures

- 1) The Executive Board shall present an Operating Budget to the membership for the upcoming calendar year at the Annual Meeting of the Members. The budget must be approved by a simple majority of the members present at the Annual Meeting, provided that a Quorum, as described in Article V, Section Six of these by-laws, is present at that meeting.
- 2) The Chair and Vice-Chair shall have the discretion to approve expenditures exceeding those or not provided for in the Operating Budget, provided that they do not exceed \$100.00.
- 3) A majority of the Executive Board present at a meeting, with at least a quorum present, must authorize all disbursements of corporate funds.
- 4) No part of the earning of the Coalition shall inure to the benefit of, or be distributable to, its shareholders, directors, officers, or other appropriate person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing of or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:
 - A) By a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law).
 - B) By a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law).

SECTION THREE – Annual Audit

- 1) A member, who is not an Executive Board Member, shall annually review the books and records of the Coalition and report thereon to the members. The Treasurer shall make the books and records of account available for inspection by any member at the Annual Meeting of the Members.

**ARTICLE IX: *Indemnification of Executive Board Members,
Committee Member, or Appointed Officer of the Coalition***

The Corporation shall, and does hereby, indemnify any Executive Board Member, Committee Member or Appointed Officer and all loses, liabilities, damages and expenses, including attorney's fees, judgments, fines, and amounts paid in settlement incurred by such person, in connection with any claim, action, suit, or precedent, whether civil, criminal, administrative, or investigative, including any action by or in the right of the Corporation.

The indemnification provided by this ARTICLE IX shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the Article of Incorporation, these bylaws or any agreement, vote of Members or disinterested Executive Board Members, or otherwise, both as to action in such person's official capacity and as to a person who has ceased to be a trustee or officer shall incur to the benefit of the heirs, executors and administrator of such a person.

An Executive Board member, Committee Member or Appointed Officer of the Coalition shall not be held personally liable to the Coalition or its shareholders or members for the monetary damages for breach of the volunteer Trustees fiduciary duty, except for Liability:

- 1) For any of the volunteer Trustees' duty of Loyalty to the Coalition or it's shareholders of members.
- 2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law.
- 3) For a violation of Section 551 (1) of the Michigan Non-Profit Act.
- 4) For any transaction from which the volunteer member received an improper personal benefit.
- 5) For any acts or omissions occurring before the date of filing of this document; and
- 6) For any acts or omissions that are grossly negligent.

If the Michigan Non-Profit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors of non-profit corporations, then the liability of a director of the Coalition (in addition to the elimination and limitation of personal liability contained in the ARTICLE) shall be eliminated to the fullest extent permitted by the Michigan Non-Profit Corporation Act as so amended, except to the such limitation and liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law). No amendment or repeal of this ARTICLE shall apply to or have any effect on the liability of any director of the Coalition for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or appeal.

ARTICLE X: *Amendments*

- 1) The Coalition shall maintain the right to change, alter, or amend these bylaws when the Coalition deems necessary. The procedure is as follows:
 - a. A VOTING MEMBER or VOTING MEMBERS shall submit the proposed change to the Executive Board in writing.
 - b. The Executive Board shall present the proposed change at the next regular business meeting.
 - c. The VOTING MEMBER(S) who submitted the proposed change shall be prepared to entertain discussion and answer questions regarding the proposed change.
 - d. After the proposal has been made, discussion brought and entered into the minutes of the meeting, all further action shall be tabled until the following regular business meeting.
 - e. At the next regular business meeting a vote shall be taken. When brought to a vote, the amendment must receive 2/3 of the full membership present voting in the affirmative to adopt the amendment into the by-laws, provided a quorum exists at that meeting.